

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Seminole County Firefighters Benevolent Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
SEMINOLE COUNTY FIREFIGHTERS BENEVOLENT ASSOCIATION, INC.**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be Seminole County Firefighters Benevolent Association, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 1047 Reading Court, Winter Park, Florida, 32792, and the mailing address of the Corporation is P. O. Box 952798, Lake Mary, FL 32795.

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, providing charitable support and/or educational benefits to Seminole County, Florida firefighters (active and retired) and their families.

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B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

#### **ARTICLE IV - MEMBERS**

The initial members of the Corporation shall be the initial directors of the Corporation set forth in these Articles of Incorporation, and additional persons may be approved for membership

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by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin. A membership interest in the Corporation is not transferable.

#### **ARTICLE V - BOARD OF DIRECTORS**

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Steven Edmiston	P. O. Box 952798 Lake Mary, FL 32795
Daniel Felician	P. O. Box 952798 Lake Mary, FL 32795
Joel Herrera	P. O. Box 952798 Lake Mary, FL 32795
Jolene Joyce	P. O. Box 952798 Lake Mary, FL 32795

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1047 Reading Court, Winter Park, Florida, 32792, and the name of the initial registered agent of the

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Corporation at that address is Steven Edmiston. The Board of Directors may from time to time designate a new registered office and registered agent.

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of the Corporation is:

Name

Address

Steven Edmiston

P. O. Box 952798  
Lake Mary, FL 32795

**ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE IX - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE X - DISSOLUTION OF CORPORATION**

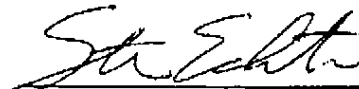
Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION**

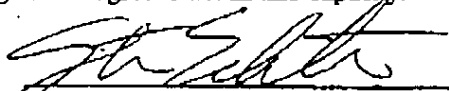
These Articles of Incorporation may be amended from time to time by a vote of a majority of the full Board of Directors at any regular or special meeting of the Board of Directors called for such purpose.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 13<sup>th</sup> day of May, 2019.

  
\_\_\_\_\_  
Steven Edmiston

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Steven Edmiston

Date: May 13, 2019

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19 MAY 14 PM 1:24  
CLERK OF SUPERIOR COURT  
JULIA J. JAMES

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